

**SCUNGIO BORST & ASSOCIATES, LLC**  
**CONSENT OF MEMBERS**

The undersigned, being all of the Members (the "Members") of Scungio Borst & Associates, LLC, a Pennsylvania limited liability company (the "Company"), do hereby approve and consent to the following actions:

WHEREAS, the Members, on behalf of the Company and its Members, have reviewed the assets, liabilities, and financial condition of the Company and the alternatives available to it;

WHEREAS, the Members, on behalf of themselves and the Members, have approved and consented to the actions set forth below:

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Members, on behalf of the Company and its Members, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 *et seq.*, the "Bankruptcy Code"); and be it further

RESOLVED, that Scott P. Scungio and such other officers of the Company as may be designated by the Members (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and be it further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Karalis PC as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Karalis PC; and be it further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and it be further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the

Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and be it further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and be it further

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, the Members has executed this Consent as of the date and year written below.

**SCUNGIO BORST & ASSOCIATES, LLC**

Dated: March 11, 2022

By: \_\_\_\_\_  
Philip L. Borst, Member

**By: SCUNGIO & COMPANY, LLC, Manager of  
SCUNGIO BORST & ASSOCIATES, LLC**

Dated: March 11, 2022

By: Scott P. Scungio  
Scott P. Scungio, Sole and Managing Member

Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and be it further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and be it further

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, the Members has executed this Consent as of the date and year written below.

**SCUNGIO BORST & ASSOCIATES, LLC**

Dated: March 11, 2022

By: \_\_\_\_\_

Philip L. Borst, Member

**By: SCUNGIO & COMPANY, LLC, Manager of  
SCUNGIO BORST & ASSOCIATES, LLC**

Dated: March 11, 2022

By: \_\_\_\_\_

Scott P. Scungio, Sole and Managing Member